

**KLEINWORT HAMBROS ELITE PCC LIMITED**

Registration Number: 42365

(the "Company")

**FORM OF PROXY**

**FORM OF PROXY** for the Annual General Meeting (the "AGM") of the Company to be held at 10.30 a.m. on Thursday, 28 February 2019 at Ground Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey, Channel Islands.

I/We .....

of .....

being a Member/Members of the Company hereby appoint the Chairman of the AGM, or failing him, an authorised representative of JTC Fund Solutions (Guernsey) Limited, or ....., as my/our proxy to vote for me/us on my/our behalf at the AGM of the Company to be held on Thursday, 28 February 2019 at 10.30 a.m. and at any adjournment thereof.

Please indicate with an **X** in the spaces below how you wish your votes to be cast.

	<b>ORDINARY BUSINESS – ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
<b>1.</b>	<b>THAT</b> Deloitte LLP be re-appointed as Auditors of the Company.			
<b>2.</b>	<b>THAT</b> the Directors be authorised to agree the remuneration of the Company's Auditors			
	<b>SPECIAL BUSINESS - ORDINARY RESOLUTION</b>			
<b>3.</b>	<b>THAT</b> the Directors be authorised to be paid out of the assets of the Company such sums as they shall in their absolute discretion determine, provided that the aggregate of such remuneration shall not exceed £100,000 per annum, without the sanction of an ordinary resolution passed by the Company's members in general meeting, and that such authority be granted with effect from 14 March 2019.			

Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

.....

Signed this                      day of                      2019(See note 3 below)

**Notes:**

1. If any other proxy is preferred, strike out the words "the Chairman of the AGM or, failing him an authorised representative of JTC Fund Solutions (Guernsey) Limited," and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a shareholder.
2. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
3. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the Secretary of the Company, JTC Fund Solutions (Guernsey) Limited Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT [not less than forty-eight hours before the time appointed for holding the AGM] or any adjournment thereof as the case may be.
5. The completion of this form will not preclude a shareholder from completing a further form, such form to superceed any previous forms completed, or attending the AGM and voting in person.
6. Any alteration of this form must be initialled.
7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not

exceed the number of shares held by you). Please also indicate if the proxy instruction is of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

8. In the event that a form of proxy is returned without an indication as to how the proxy shall vote on the resolutions, the proxy will exercise his discretion as to whether and, if so, how he votes.
9. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against a resolution.